#### **FORM D**

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### **FORM D**

# 07044168

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL							
OMB Number:	3235-0076						
Expires:	April 30, 2008						
Estimated average	burden						
hours per response	<u></u> 1						
	<del></del> ''						

SEC USE ONLY							
Prefix	Serial						
1							
DATE RE	CEIVED						

Name of Offering ( check if this is an amendment and name has changed, and indicate c Issuance of shares of common stock in connection with Stock Purchase Agree	
	Rule 506 Section 4(6) ULOE
Type of Filing: ☐ New Filing ☐ Amendment	Man 9 4
A. BASIC IDENTIFICATION	DATA
Enter the information requested about the issuer	THOMS
Name of Issuer ( check if this is an amendment and name has changed, and indicate checken Brands, Inc.	, uaviac
Address of Executive Offices (Number and Street, City, State, Zip Code) 1330 Avenue of the Americas, 40th Floor, New York, NY 10019	Telephone Number (Including Area Code) 212-277-1100
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Gode) AAL
Brief Description of Business Acquisition and management of established consumer brands in intellectual	property-centric industries.
Type of Business Organization  Corporation   limited partnership, already formed   limited partnership, to be formed	other (please specify):
Actual or Estimated Date of Incorporation or Organization:    Month Ye	5 Actual Estimated
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption un 15 U.S.C. 77d(6).	
When to File: A notice must be filed no later than 15 days after the first sale of securities is Securities and Exchange Commission (SEC) on the earlier of the date it is received by the after the date on which it is due, on the date it was mailed by United States registered or co	SEC at the address given below or, if received at that address
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washin	gton, D.C. 20549
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be photocopies of the manually signed copy or bear typed or printed signatures.	nust be manually signed. Any copies not manually signed
Information Required: A new filing must contain all information requested. Amendments changes thereto, the information requested in Part C, and any material changes from the in Appendix need not be filed with the SEC.	need only report the name of the issuer and offering, any formation previously supplied in Parts A and B. Part E and the
Filing Fee: There is no federal filing fee.	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption ULOE and that have adopted this form. Issuers relying on ULOE must file a separate noti are to be, or have been made. If a state requires the payment of a fee as a precondition to t accompany this form. This notice shall be filed in the appropriate states in accordance with this notice and must be completed.	the claim for the exemption, a fee in the proper amount shall
ATTENTION	
Failure to file notice in the appropriate states will not result in a loss of the fi appropriate federal notice will not result in a loss of an available state exemplifiling of a federal notice.	deral exemption. Conversely, failure to file the attornuments such exemption is predicated on the

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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#### A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) D'Loren, Robert W. Business or Residence Address (Number and Street, City, State, Zip Code) NexCen Brands, Inc., 1330 Avenue of the Americas, 40th Floor, New York, NY 10019 Beneficial Owner Check Box(es) that Apply: □ Promoter ☐ Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Oros, David S. Business or Residence Address (Number and Street, City, State, Zip Code) NexCen Brands, Inc., 1330 Avenue of the Americas, 40th Floor, New York, NY 10019 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Brady, James T. Business or Residence Address (Number and Street, City, State, Zip Code) NexCen Brands, Inc., 1330 Avenue of the Americas, 40th Floor, New York, NY 10019 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Dunn, Jack B., IV Business or Residence Address (Number and Street, City, State, Zip Code) NexCen Brands, Inc., 1330 Avenue of the Americas, 40th Floor, New York, NY 10019 Check Box(es) that Apply: Promoter ■ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Mathias, Edward J. Business or Residence Address (Number and Street, City, State, Zip Code) NexCen Brands, Inc., 1330 Avenue of the Americas, 40th Floor, New York, NY 10019 Check Box(es) that Apply: □ Promoter ■ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Rovner, Jack Business or Residence Address (Number and Street, City, State, Zip Code) NexCen Brands, Inc., 1330 Avenue of the Americas, 40th Floor, New York, NY 10019 Check Box(es) that Apply: □ Promoter Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Semans, Truman T. Business or Residence Address (Number and Street, City, State, Zip Code) NexCen Brands, Inc., 1330 Avenue of the Americas, 40th Floor, New York, NY 10019

#### A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer:
  - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - · Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Stamas, George P.					
Business or Residence Address					
NexCen Brands, Inc.	, 1330 Avenue	of the Americas, 40 <sup>th</sup> I	Floor, New York, NY 1	0019	
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				<u></u>
Meister, David B.					
Business or Residence Address		= = = = = = = = = = = = = = = = = = = =			
NexCen Brands, Inc.	, 1330 Avenue	of the Americas, 40 <sup>th</sup> I	Floor, New York, NY 1	0019	
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Zona, Charles A.					
Business or Residence Address					
NexCen Brands, Inc.	, 1330 Avenue	of the Americas, 40 <sup>th</sup> I	Floor, New York, NY 1	0019	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	indiviđual)			•	,
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
• • • •		•			

				B.	INFORMA	TION ABO	OUT OFFE	RING				
											Yes	No
1. Has t	the issuer s	old, or doe	s the issue	intend to	sell, to non	-accredited	investors	in this offe	ring?		🔲	$\boxtimes$
			Α	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	OE.			
2. What	t is the mir	iimum inve	stment tha	t will be ac	cepted from	m any indi	vidual?				\$ N/A	
2. What is the minimum investment that will be accepted from any individual?											3.1	
3 Does	the offeri	na nermit i	oint owner	shin of a si	nole unit?						Yes 🔲	No ⊠
												KA
commoffer and/c	mission or ing. If a p or with a st	similar ren erson to be ate or state	nuneration listed is ar s, list the n	for solicita associated ame of the	tion of pure d person or broker or	chasers in agent of a dealer. If n	be paid or connection broker or concertion fore than fith information	with sales fealer regis ve (5) pers	of securitie tered with ons to be li	the SEC sted are		
Full Na	me (Last na	ame first, i	findividua	l)	•							
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)					
Name o	f Associate	ed Broker o	or Dealer									
States in	n Which Pe	erson Liste	d Has Solic	ited or Inte	ends to Sol	icit Purcha	sers					
(Che	eck "All St	ates" or ch	eck individ	ual States)			·····				🔲 Al	1 States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[M1]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
			f individua									
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te. Zip Co	de)					
						, <b></b> ,						
Name o	i Associate	ed Broker (	or Dealer									
					ends to Sol						🗌 Al	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[N1]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	1)		·					•	
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	et, City, Sta	te, Zip Co	de)					
Name o	f Associate	ed Broker o	or Dealer									
					ends to Sol							Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	[HI]	[ID]
[IL]	[IN]	(AZ) (lA)	[KS]	[KY]	[CO] [LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[נא]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
IRII	[SC]	[SD]	[TN]	ITXI	IUTI	[VT]	[VA]	[WA]	[WV]	(WI)	[WY]	[PR]

#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \( \square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Amount Already Aggregate Type of Security Offering Price Sold Debt..... \$0 \$15,540,000 \$15,540,000 Equity ..... Common ☐ Preferred Convertible Securities (including warrants) \$ Partnership Interests Other (Specify \_\_\_\_)..... \$15,540,000 Total ..... \$15,540,000 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number Investors of Purchases \$15,540,000 Accredited Investors..... Non-accredited Investors. Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. **Dollar Amount** Type of Type of Offering Security Sold Rule 505 ..... Regulation A Rule 504 ..... Total..... 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees □ **\$**0 Printing and Engraving Costs.... **5**0 Legal Fees □ \$0 Accounting Fees..... □ \$0 Engineering Fees Sales Commission (specify finders' fees separately)..... □ \$0 □ \$0 Other Expenses (identify) -- Escrow Agent Fee

Total.....

	C. OFFERING PRICE	C, NUMBER OF INVESTORS, EXPENSES AND U	SE OF PROCEEDS	
b.	and total expenses furnished in response	the offering price given in response to Part $C - Q$ 0 to Part $C - Q$ 0 to Part $C - Q$ 0 to Part $C - Q$ 0.	adjusted	\$15,540,000
5.	each of the purposes shown. If the amount	d proceeds to the issuer used or proposed to be usent for any purpose is not known, furnish an estime The total of the payments listed must equal the acceptonse to Part $C-$ Question 4.b above.	ate and	
			Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees		🗆 <u>\$</u>	<u>\$</u>
	Purchase of real estate		🗆 💲	<u>\$</u>
	Purchase, rental or leasing and instal	lation of machinery and equipment	🗆 <u>\$</u>	<u>\$</u>
	Construction or leasing of plant build	dings and facilities	🗀 🕏	□ <u>\$</u>
	offering that may be used in exchang	uding the value of securities involved in this ge for the assets or securities of another issuer	□ \$	□ \$
			<u>'</u>	
	• •			
	• •			
			_ 🗅 <u>s</u>	<u> s</u>
	Column Totals		🗆 <u>\$</u>	\$15,540,000
	Total Payments Listed (column total	s added)	<u> </u>	5,540,000
		D. FEDERAL SIGNATURE		
foll	owing signature constitutes an undertakin	igned by the undersigned duly authorized person. g by the issuer to furnish to the U.S. Securities ar by the issuer to any non-accredited investor purs	nd Exchange Commissi	on, upon written
Issu	er (Print or Type)	Signature	Date	
Ne	:Cen Brands, Inc.		February 26	, 2007
	ne of Signer (Print or Type)	Title of Signer (Print or Type)	1 22 1 1 1 1 1	<del></del>
	pert W. D'Loren	Chief Executive Officer		
	<del></del>		·	

### ---ATTENTION-----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE									
	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?									
	See Appendix, Column 5, for state	response.								
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a	•	r of any state in which this notice is	s filed, a notice	on						
3. The undersigned issuer hereby undertake issuer to offerees.	3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.									
4. The undersigned issuer represents that the Limited Offering Exemption (ULOE) of of this exemption has the burden of estable	the state in which this notice is filed	and understands that the issuer cla								
The issuer has read this notification and known undersigned duly authorized person.	ows the contents to be true and has	duly caused this notice to be signe	d on its behalf	by the						
Issuer (Print or Type)	Signature	Date								
NexCen Brands, Inc.	Halle	February 26	, 2007							
Name (Print or Type)	Title (Print or Type)									

Chief Executive Officer

#### Instruction:

Robert W. D'Loren

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

#### APPENDIX

				7							
1	Intend to non-a investors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	de of security d aggregate fering price Type of investor and ered in state Type of investor and		tte ce Type of investor and ate amount purchased in State		Type of investor and amount purchased in State			
State	Yes	No		Number of Accredited Investors Amount Investors Amount					No		
AL				investors	Tulount	THY CSTOIS	Timount	Yes			
AK							<u> </u>				
AZ			-								
AR											
CA											
СО											
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MS			***								
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NE											

#### APPENDIX

1	Intend to non-a	ccredited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	;			Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
NV									
NH						_			
NJ		Ø	Common Stock/ \$10,360,000	2	\$10,360,000	0	0		⊠
NM									
NY		⊠	Common Stock/ \$5,180,000	1	\$5,180,000	0	0		×
NC									
ND .									
ОН									
ок									
OR			-						
PA									
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